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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

CIRCUIT CITY STORES, INC., et al.,

Debtors.

Case No. 08-35653-KRH
Chapter 11

Alfred H. Siegel, solely as Liquidating Trustee
for the Circuit City Stores, Inc. Liquidating
Trust,

Objector,

Contested Matter

v.

CarMax, Inc.
(Claim No. 14809),

Claimant.

**DECLARATION OF CATHERINE BRADSHAW IN SUPPORT OF MOTION
FOR SUMMARY ADJUDICATION DISALLOWING IN FULL CLAIM NO. 14809
FILED BY CARMAX, INC. AND CARMAX AUTO SUPERSTORES, INC.**

I, Catherine Bradshaw, declare as follows:

1. I am Senior Trust Manager of the Circuit City Stores, Inc. Liquidating Trust (the "Liquidating Trust"), and among other duties, I am responsible for the overall operations of the Trust staff under the supervision of the Trustee, including the custody and maintenance of all of the former Circuit City business records as to which the Trust came into possession upon its creation. I am presently assisting the Liquidating Trust in analyzing, reviewing underlying data and documents, reconciling and pursuing objections to the proofs of claim filed in the captioned bankruptcy cases of Circuit City Stores, Inc. ("Circuit City," the "Debtor" or the "Company") and its affiliates. In connection with my duties, I have access to Circuit City's former business records. Except as otherwise indicated, the statements made herein are based on my personal knowledge or from my review of Circuit City's former business records.

2. I make this Declaration in support of the Trustee's Motion for Summary Adjudication Disallowing in Full Claim No. 14809 Filed by CarMax, Inc. and CarMax Auto Superstores, Inc. (the "Motion"). All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Motion. All of the documents attached hereto as exhibits are former business records of Circuit City, which were prepared, received, filed and/or maintained in the regular course of daily activity at Circuit City, and continued to be maintained as such by the Liquidating Trust under my supervision.

3. Attached hereto as Exhibit "A" is a true and correct copy of Claim No. 14809 (the "CarMax Claim") filed against the estate (the "Estate") of Circuit City by CarMax,

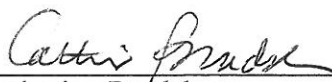
Inc. ("CarMax") and CarMax Auto Superstores, Inc. ("CarMax Superstores" and, together with CarMax, the "CarMax Entities").

4. A true and correct copy of the Separation Agreement is attached to the CarMax Claim and a full and complete copy is attached hereto as Exhibit "B."

5. Circuit City's leasehold interests in the Specific Leases were assigned to CarMax Superstores pursuant to assignments of lease (individually, an "Assignment of Lease" and collectively, the "Assignments of Lease"), all of which were in the form, or substantially in the form attached hereto as Exhibit "C."

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and if called as a witness, I could and would competently testify as to all of the matters stated herein.

Executed this 21st day of March, 2014, at Richmond, Virginia.


Catherine Bradshaw